

EXHIBIT B

Form of Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	Re docket no. _____
)	Hearing Agenda item no. _____

**ORDER DISALLOWING AND EXPUNGING CLAIMS FILED REGARDING
PREPETITION LITIGATION CAPTIONED, TIG INSURANCE COMPANY V. GARY
SMOLKER, ET AL., CASE NO. BC 173952 (LOS ANGELES COUNTY SUP. CT.)
(JANAVS, J.) (SUBSTANTIVE OBJECTION)**

Upon consideration of the *Thirty-Seventh Omnibus Objection to Certain Claims Filed Regarding Prepetition Litigation Captioned, TIG Insurance Company v. Gary Smolker, et al., Case No. BC 173952 (Los Angeles County Sup. Ct.) (Janavs, J.) (Substantive Objection)* (the “Claims Objection”), and it appearing that the relief requested is in the best interests of the Reorganized Debtors, their estates, their creditors and other parties-in-interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and that this Court may enter an order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; notice of the Motion having

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or “Grace”) and W. R. Grace & Co.-Conn. (“Grace-Conn.”).

been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:²

1. The Claims Objection is granted in its entirety.
2. **[if a response from Plaintiffs is timely filed]** The injunction set forth in Plan § 8.1.1 is lifted, and the litigation captioned, *TIG Insurance Company v. Gary Smolker, et al.*, Case No. BC 173952 (Los Angeles County Sup. Ct.) (Janavs, J.) (the “California State Court Litigation”) may proceed to judgment.
3. **[if no response is filed by Plaintiffs]** The Claims, listed on Exhibit 1 to this Order, are disallowed pursuant to Fed. R. Bankr. P. 7055 and Del. Bankr. L. R. 7055-1.
4. The Reorganized Debtors are authorized to take all actions that may be necessary to reflect the disallowance of the Claims, including but not limited to directing Rust Consulting, Inc., their claims agent, to update the claims register to reflect such disallowance.
5. Notice of the Claims Objection as provided therein shall be deemed good and sufficient notice of such motion and the requirements of Fed. R. Bankr. P. 6004(a) and the local rules of the Court are satisfied by such notice.
6. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order and the disallowance of the Claims.

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Claims Objection or the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010* [Docket No. 26368] (the “Plan”).

8. This Order shall be effective and enforceable immediately upon entry and its provisions shall be self-executing and shall not be stayed under Fed. R. Bankr. P. 7062, Fed. R. Bankr. P. 9014 or otherwise.

Dated: _____, 2015

Honorable Kevin J. Carey
United States Bankruptcy Judge

EXHIBIT I

The Claims

In re: W.R. GRACE CO., et al
OMNIBUS 37 : EXHIBIT 1 – NO LIABILITY CLAIMS

Creditor Name/ Address	Claim Number	Case Number	Case Name	Total Claim Dollars*/ Claim Class**
1 HOME SAVING TERMITE CONTROL INC C/O PRINDLE DECKER & AMARO 310 GOLDEN SHORE 4TH FL LONG BEACH, CA 90802	387	01-01139	W.R. GRACE & CO.	UNKNOWN (U) UNLIQUIDATED
2 MORRIS, WAYNE C/O GARY E YARDUMIAN PRINDLE DECKER & AMARO 310 GOLDEN SHORE 4TH FLR LONG BEACH, CA 90802	4070	01-01139	W.R. GRACE & CO.	UNKNOWN (P) UNLIQUIDATED
3 SMOLKER, GARY S 4720 LINCOLN BLVD #280 MARINA DEL REY, CA 90292	392	01-01139	W.R. GRACE & CO.	\$3,500,000.00 (U) UNLIQUIDATED
Total:				\$3,500,000.00 (U)

The classification of the claims set forth herein is the classification asserted on the filed proof of claim. The Debtors include such classification for the purpose of identifying the claim to which the objection applies. The inclusion of the classification shall not constitute an acknowledgement by the Debtors that such classification is correct or appropriate.

* Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

** (A) Administrative (S) Secured (P) Priority (U) Unsecured